CAMERON INTERNATIONAL CORP

Form 4 May 15, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

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obligations

(Print or Type Responses)

1. Name and Address of Reporting Person * FOSHEE DOUGLAS L

2. Issuer Name and Ticker or Trading

Symbol

CAMERON INTERNATIONAL

5. Relationship of Reporting Person(s) to

Issuer

CORP [CAM]

(Check all applicable)

05/14/2009

(Middle)

3. Date of Earliest Transaction (Month/Day/Year)

Officer (give title below)

10% Owner Other (specify

1001 LOUISIANA

(Street)

(First)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

X_ Director

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

HOUSTON, TX 77002

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed 1.Title of Security (Month/Day/Year) (Instr. 3)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and Derivative (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Conversion (Month/Day/Year) Security or Exercise Code Securities any

7. Title and Amount of

Underlying Securities

(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed (D) (Instr. 3, and 5)	d of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	\$ 0	05/14/2009(1)		A		8,840		<u>(1)</u>	05/14/2012(1)	Common Stock	8,840

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
FOSHEE DOUGLAS L 1001 LOUISIANA HOUSTON, TX 77002	X						

Signatures

By: William C. Lemmer For: Douglas L. O5/15/2009 Foshee

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - On May 14, 2009 each of the Company's non-employee directors received a grant of 8,840 deferred stock units (DSUs) under the Company's 2005 Equity Incentive Plan. Each DSU represents a right to receive one share of Cameron common stock at the end of the
- (1) deferred period. The grant vests in four equal quarterly increments on August 14, 2009, November 14, 2009, February 14, 2010, and May 14, 2010. The deferral period runs through May 14, 2012 unless further deferred by the recipient, or upon termination of board service, whichever date is the first to occur.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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